

**AMENDMENT ONE
AGREEMENT**

BETWEEN
THE STATE OF ARIZONA
AND
LKY DEVELOPMENT COMPANY, INC.

AMENDMENT ONE JPA 05-080 is entered into this date December 12, 2006,
between the STATE OF ARIZONA, acting by and through its DEPARTMENT OF TRANSPORTATION
(the "State") and LKY DEVELOPMENT COMPANY, INC., (the "Developer").

I. RECITALS

1. The State is empowered by Arizona Revised Statutes Section 28-401 to enter into this Agreement and has delegated to the undersigned the authority to execute this Agreement on behalf of the State.

2. LKY Development Company, Inc. is empowered to enter into this Agreement and has by resolution a copy of which is attached hereto and made a part hereof, resolved to enter into this Agreement and has authorized the undersigned to execute this Agreement on behalf of the Developer.

THE PARTIES HERETO AGREE TO AMEND THE FOLLOWING LANGUAGE to I.3. of the Recitals and add 2.c. under the Scope of Work.

3. The LKY Company, Inc. is currently developing a project in the Casa Grande area. The primary access point to the project will be at Val Vista Road and I-10, Mile Post 188. The Developer, as part of the Developer's Project, will fund the design and construction for a "Proposed Interchange" at Val Vista Road and provide all the required preliminary design and environmental documents associated with a Change of Access as required by FHWA and ADOT. The Developer will provide future design documents, associated with the change of access to the State for review, and the State shall provide timely written comments if necessary to Developer.

THEREFORE, in consideration of the mutual covenants expressed herein, it is further agreed as follows:

NO. 28015
Filed with the Secretary of State
Date Filed: 12/12/06
James K. Shivers
Secretary of State
By: [Signature]

II. SCOPE OF WORK

Paragraph 2.c. shall be added to the following language:

2. The State Shall:

c. Review all future design documents provided by Developer and provide timely written comments to Developer as appropriate.

All notices or demands upon any party to this agreement shall be in writing and shall be delivered in person or sent by mail addressed as follows:

Arizona Department of Transportation
Joint Project Administration
205 South 17th Avenue, Mail Drop 616E
Phoenix, AZ. 85007 FAX (602) 712-7424

LKY Development Company, Inc.
5040 E. Shea Blvd, Suite 254
Scottsdale, Arizona 85254
Att : Larry K. Yount, President
Phone: (480) 951-1281

Attached hereto and incorporated herein is the written determination of each party's legal counsel that the parties are authorized under the laws of this state to enter into this Agreement and that the agreement is in proper form.

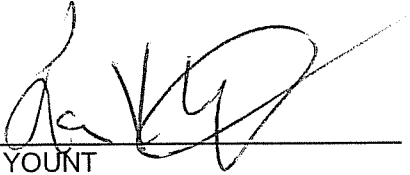
IN WITNESS WHEREOF, the parties have executed this agreement the day and year first above written

LKY DEVELOPMENT COMPANY, INC

STATE OF ARIZONA

Department of Transportation

By



LARRY K. YOUNT
President

By



SAM MAROUFKHANI, P.E.
Deputy State Engineer, Development

ATTORNEY SIGNATURE

By _____

CERTIFICATE OF RESOLUTION OF
LKY DEVELOPMENT COMPANY, INC.

The undersigned, Gail R. Yount, being the Secretary of LKY Development Company, Inc., an Arizona corporation (the "Corporation"), does hereby certify that the following resolutions were duly and regularly passed and adopted in all respects as required by law and the Bylaws of the Corporation, and that such resolutions are still in full force and effect and have not been amended, modified, revoked or rescinded:

WHEREAS, the Corporation has entered into, or is contemplating entering into, that certain Agreement between the State of Arizona and LKY Development Company, Inc. (the "Agreement") wherein the Corporation is the Developer ("Developer") and the State of Arizona is acting through its Department of Transportation (the "State"), whereby the Developer, as part of the Developer's project at Val Vista Road and 1-10, will fund the design and construction of a proposed interchange at Val Vista Road, Mile Post 188 (the "Proposed Interchange") and provide all required preliminary design and environmental documents associated with a Change of Access as required by FHWA and ADOT; and

WHEREAS, the Corporation, desires to ratify, confirm and approve the Agreement and to authorize the execution of the Agreement, any amendments thereto and all documents required or appropriate to consummate the transaction contemplated thereby;

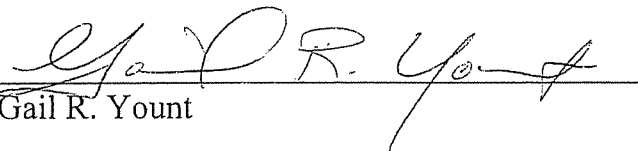
NOW, THEREFORE, BE IT RESOLVED, that the Corporation, hereby ratifies, confirms and approves the Agreement, any amendments thereto and the transaction contemplated thereby and authorizes the execution of the Agreement, any amendments thereto and all documents required or appropriate to consummate the transaction contemplated thereby;


FURTHER RESOLVED, that Larry K. Yount, President of the Corporation (the "Authorized

Representative"), should be, and he hereby is, authorized and directed, on behalf of the Corporation, to execute the Agreement, any amendments thereto and any and all documents required or appropriate to consummate the transaction contemplated thereby, each in such form and having such substance he deems appropriate in his or her sole and absolute discretion;

FURTHER RESOLVED, that all actions taken by the Authorized Representative prior to the adoption of these resolutions in connection with the Agreement, any amendments thereto or the transaction contemplated thereby, should be, and the same hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Resolution as Secretary of the Corporation on this 10th day of January, 2006.


Gail R. Yount

<p>TERRY GODDARD Attorney General</p>	 <p>OFFICE OF THE ATTORNEY GENERAL STATE OF ARIZONA</p>	<p>CIVIL DIVISION TRANSPORTATION SECTION Writer's Direct Line: 602.542.8855 Facsimile: 602.542.3646 E-mail: Susan Davis@azag.gov</p>
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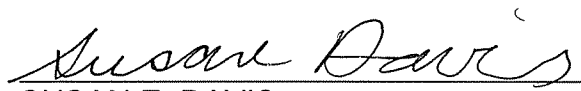
AGREEMENT
DETERMINATION

A.G. Contract No. KR05-1306TRN (**JPA 05-080, Amendment No. 1**), an Agreement between The State of Arizona and LKY Development Company, Inc., has been reviewed pursuant to A.R.S. § 28-401, by the Undersigned Assistant Attorney General who has determined that it is in the proper form and is within the powers and authority granted to the State of Arizona.

No opinion is expressed as to the authority of the remaining Parties, other than the State or its agencies, to enter into said Agreement.

DATED: December 7, 2006

TERRY GODDARD
Attorney General


SUSAN E. DAVIS
Assistant Attorney General
Transportation Section

SED:mjf:990459
Attachment